

RECORDATION NO. 26241-D FILED

JUN 08 '06

12:21 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 8, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Equipment Schedule No. 5, dated June 8, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease previously filed with the Board under Recordation Number 26241.

The names and addresses of the parties to the enclosed document are:

Lessor: 2006 Texas Genco Railcar Trust I,
acting through U.S. Bank Trust National
Association, not in its individual capacity, but
solely as Owner Trustee
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103

Lessee: NRG Texas LP
(f/k/a Texas Genco II, LP)
by New Genco, GP, LLC, its General Partner
1301 McKinney, Suite 2300
Houston, Texas 77010

Mr. Vernon A. Williams
June 8, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

135 aluminum BethGon II railcars: TGNX 30601– TGNX 30735.

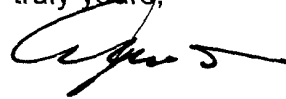
A short summary of the document to appear in the index is:

Memorandum of Equipment Schedule No. 5.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

2006 TEXAS GENCO RAILCAR TRUST I

RECORDATION NO. 26241-D FILED

JUN 08 '06

12-21 PM

MEMORANDUM OF EQUIPMENT SCHEDULE NO. 5

SURFACE TRANSPORTATION BOARD

Memorandum of Equipment Schedule No. 5 made and entered into on June 8, 2006 by and between NRG Texas LP, formerly named Texas Genco II, LP, a Texas limited partnership ("*Lessee*") and 2006 Texas Genco Railcar Trust I, acting through U.S. Bank Trust National Association, not in its individual capacity except as expressly stated herein but solely as Owner Trustee ("*Lessor*").


WITNESSETH

1. The undersigned have entered into that certain Equipment Lease (the "*Lease*"), dated as of March 10, 2006, subject to the term defined in said Lease.
2. A memorandum of said Lease was recorded with the Surface Transportation Board on March 10, 2006 under recordation number 26241 pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have entered into that certain Equipment Schedule No. 5 dated June 8, 2006 whereby the terms and provisions of the above-described Lease are made applicable to certain railcars bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

NRG TEXAS LP, formerly named
TEXAS GENCO II, LP as Lessee

By NEW GENCO GP, LLC
Its General Partner


By: Steven C. Winn
Its: President

Address: 1301 McKinney, Suite 2300
Houston, TX 77010
Attention: Treasurer or Chief Legal Officer

2006 TEXAS GENCO RAILCAR TRUST I,
acting through U.S. Bank Trust National
Association, not in its individual capacity
except as expressly provided
herein, but solely in its
capacity as Owner Trustee

By: _____
Its: _____

Address

STATE OF)
)
COUNTY OF) SS:

On this, the _____ day of June 2006, before, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of U.S. Bank Trust National Association, that said instrument was signed on June ____, 2006 on behalf of said company by authority of its _____, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

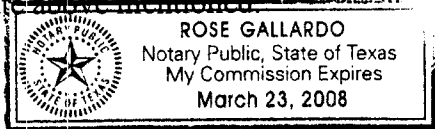
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Texas)
)
COUNTY OF Harris) SS:

On this, the 5th day of June 2006, before me, a Notary Public in and for said County and State, personally appeared Steven C. Winn, who being by me duly sworn, says that he is the President of NRG Texas LP, formerly named Texas Genco II, LP that said instrument was signed on June 5, 2006 on behalf of said company by authority of its Board, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date ~~above mentioned~~.



Name:
Notary Public
My Commission Expires:

Residing in Houston, Tx 3/23/08

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

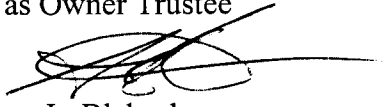
NRG TEXAS LP, formerly named
TEXAS GENCO II, LP as Lessee

By NEW GENCO GP, LLC
Its General Partner

By: Steven C. Winn
Its: President

Address: 1301 McKinney, Suite 2300
Houston, TX 77010
Attention: Treasurer or Chief Legal Officer

2006 TEXAS GENCO RAILCAR TRUST I,
acting through U.S. Bank Trust National
Association, not in its individual capacity
except as expressly provided
herein, but solely in its
capacity as Owner Trustee



By: Arthur L. Blakeslee
Its: Vice President

Address: 225 Asylum Street, 23rd Floor
Hartford, CT 06103

STATE OF Connecticut)
)
COUNTY OF Hartford) SS:

On this, the _____ day of June 2006, before, a Notary Public in and for said County and State, personally appeared ARTHUR BAKESLICE, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of U.S. Bank Trust National Association, that said instrument was signed on June ____, 2006 on behalf of said company by authority of its VICE PRESIDENT, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Dawn P. Heintz
Name: DAWN P. HEINTZ
Notary Public NOTARY PUBLIC
My Commission Expires my COMMISSION EXPIRES MAY 31 2007
Residing in Simsbury, CT

STATE OF _____)
)
COUNTY OF _____) SS:

On this, the _____ day of June 2006, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he is the _____ of NRG Texas LP, formerly named Texas Genco II, LP that said instrument was signed on June ____, 2006 on behalf of said company by authority of its _____, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

Exhibit A

Equipment: FreightCar America, Inc. 120-ton aluminum BethGon® II Railcars
Quantity: One-Hundred Thirty-Five (135)
Road Numbers: TGNX 30601-30735